

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: )  
 ) Chapter 11  
DELPHI AUTOMOTIVE SYSTEMS LLC )  
 ) Case No. 05-44640 (RDD)  
 )  
 )  
Debtor. )  
-----X

AMENDED NOTICE OF PARTIAL TRANSFER OF CLAIM  
PURSUANT TO FRBP RULE 3001(e)(2)

1. TO: **DEUTSCHE BANK SECURITIES INC.** ("Transferor")  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, NY 10005  
Attn: Vikas Madan and Ross Rosenfelt  
Tel: 212-250-5760  
Fax: 212-797-8770  
Email: vikas.madan@db.com  
ross.rosenfelt@db.com

2. Please take notice of the transfer, in the amount of \$1,708,042.73, of your general unsecured claim in the amount of \$1,708,509.29 against DELPHI AUTOMOTIVE SYSTEMS LLC, above, as evidenced by the Proof of Claim No. 13774 (attached in Exhibit A hereto) and as relating to the claim scheduled against the Debtor in its schedule of liabilities in the name of Tokico Inc USA, has been transferred to:

**GOLDMAN SACHS CREDIT PARTNERS, L.P.** ("Transferee")  
c/o Goldman, Sachs & Co.  
30 Hudson, 17<sup>th</sup> Floor  
Jersey City, NJ 07302  
Attn: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C. Original Notice of Transfer filed January 5, 2007 Docket No. 6459 is attached hereto as Exhibit D.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** \_\_\_\_\_ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

-----  
**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2007.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_ Transferee \_\_\_\_ Debtor's Attorney \_\_\_\_

\_\_\_\_\_  
Deputy Clerk

**EXHIBIT A**  
**PROOF OF CLAIM**

MB10 (Official Form 10) (4/04)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
<b>Debtor</b> Delphi Automotive Systems LLC		<b>Case Number</b> 05-44640
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
<b>Name of Creditor (The person or other entity to whom the debtor owes money or property):</b> Tokico (USA) Inc. Name and address where notices should be sent: Mintz Levin Cohn Ferris Glovsky and Popeo, P.C. 666 Third Avenue New York, New York 10017 Attn.: Paul J. Ricotta, Esq. and Stephanie K. Hoos, Esq. Tel. No.: 212-935-3000		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
<b>Account or other number by which creditor identifies debtor:</b>		THIS SPACE IS FOR COURT USE ONLY
<b>1. Basis for Claim</b> <input checked="" type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other		
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ (date) to _____ (date)		
<b>2. Date debt was incurred:</b> See Attachment		
<b>3. If court judgment, date obtained:</b>		
<b>4. Total Amount of Claim at Time Case Filed:</b> \$ <u>1,708,509.29</u> (unsecured) \$ _____ (secured) \$ _____ (priority) \$ <u>1,708,509.29</u> (Total)		
If all or part of your claim is secured or entitled to priority, also complete item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>5. Secured Claim.</b> <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		<b>7. Unsecured Priority Claim.</b> <input type="checkbox"/> Check this box if you have an unsecured priority claim. Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). <small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05, Pub. L. 109-8.</small>
<b>6. Unsecured Nonpriority Claim</b> \$ <u>1,708,509.29</u> <input checked="" type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		
<b>8. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		
<b>9. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
<b>10. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		
Date July 28, 2006	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): By: <u>Mr. Yoshitaka Houchi, Chief Financial Officer and Treasurer</u>	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. § 1573.		

NYC 366088v.1

**EXHIBIT B**

**EVIDENCE OF TRANSFER OF CLAIM**

JAN-22-2007 14:43 From:

To: Goldman Sachs Co P.3/3

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the  
Southern District of New York ("Bankruptcy Court")  
Attn: Clerk

In re Delphi Corporation et al. Case No. 05-44481 (RDD) (Jointly Administered) (the "Cases"), in the United  
States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")

AND TO: Delphi Automotive Systems LLC ("Debtor")  
Case No 05-44640 (RDD)

Claim #: 13774

DEUTSCHE BANK SECURITIES INC., its successors and assigns ("Seller"), for good and valuable  
consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and  
irrevocably sell, transfer and assign unto:

GOLDMAN SACHS CREDIT PARTNERS L.P.  
c/o Goldman, Sachs & Co.  
30 Hudson, 17th Floor  
Jersey City, NJ 07302  
Attention: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller, including all rights  
of stoppage in transit, replevin and reclamation, in the principal amount of \$1,708,042.73 ("Claim") against the  
Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the  
Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor  
and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a  
hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code,  
applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates  
that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the  
Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other  
communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Assignment of Claim by its duly authorized  
representation dated January 3, 2007 *(see)*.

DEUTSCHE BANK SECURITIES INC.

By:

Name:

Title:

Scott G. Martin  
Managing Director

GOLDMAN SACHS CREDIT PARTNERS L.P.

By:

Name:

Title:

Jayne Weisfelder  
Authorized Signatory

**EXHIBIT C**

Address for Notices:

Goldman Sachs Credit Partners L.P.  
c/o Goldman, Sachs & Co.  
30 Hudson, 17th Floor  
Jersey City, NJ 07302  
Attention: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

Wire Instructions:

Citibank N.A.  
New York, New York  
ABA No.: 021000089  
Acct. No.: 40717188  
Acct. Name: Goldman Sachs Credit Partners L.P.  
Reference: Delphi: Claim 13774 from Deutsche Bank  
Attention: Bank Loan Operations – Philip F. Green

**EXHIBIT D**

**ORIGINAL NOTICE OF TRANSFER**

-4-



IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	)
	) Chapter 11
DELPHI AUTOMOTIVE SYSTEMS LLC	)
	) Case No. 05-44640 (RDD)
	)
	)
Debtor.	)
-----X	

NOTICE OF TRANSFER OF CLAIM  
PURSUANT TO FRBP RULE 3001(e)(2)

1. TO:

**DEUTSCHE BANK SECURITIES INC.** ("Transferor")  
60 Wall Street, 3<sup>rd</sup> Floor  
New York, NY 10005  
Attn: Vikas Madan and Ross Rosenfelt  
Tel: 212-250-5760  
Fax: 212-797-8770  
Email: vikas.madan@db.com  
ross.rosenfelt@db.com

2. Please take notice of the transfer, in the amount of \$1,708,042.73, of your general unsecured claim against DELPHI AUTOMOTIVE SYSTEMS LLC, above, as evidenced by the Proof of Claim No. 13774 (attached in Exhibit A hereto) and as relating to the claim scheduled against the Debtor in its schedule of liabilities in the name of Tokico Inc USA, has been transferred to:

**GOLDMAN SACHS CREDIT PARTNERS, L.P.** ("Transferee")  
c/o Goldman, Sachs & Co.  
30 Hudson, 17<sup>th</sup> Floor  
Jersey City, NJ 07302  
Attn: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court  
Southern District of New York  
Attn: Clerk of Court  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** \_\_\_\_\_ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

-----  
**FOR CLERK'S OFFICE USE ONLY:**

This notice was mailed to the first named party, by first class mail, postage prepaid on \_\_\_\_\_, 2007.

INTERNAL CONTROL NO. \_\_\_\_\_

Copy: (check) Claims Agent \_\_\_\_ Transferee \_\_\_\_ Debtor's Attorney \_\_\_\_

\_\_\_\_\_  
Deputy Clerk

**EXHIBIT A**  
**PROOF OF CLAIM**

NY386356.1/153-01892

MB10 (Official Form 10) (4/04)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Debtor

Jelphi Automotive Systems LLC

Case Number

05-44640

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (The person or other entity to whom the debtor owes money or property):

Tokico (USA) Inc.

Name and address where notices should be sent:

Mintz Levin Cohn Ferris Glovsky and Popeo, P.C.

666 Third Avenue

New York, New York 10017

Attn.: Paul J. Ricotta, Esq. and Stephanie K. Hoos, Esq.

Tel. No.: 212-935-3000

Account or other number by which creditor identifies debtor:

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check box if you have never received any notices from the bankruptcy court in this case.

☒ Check box if the address differs from the address on the envelope sent to you by the court.

THIS SPACE IS FOR COURT USE ONLY

1. Basis for Claim

- ☒ Goods sold  
☐ Services performed  
☐ Money loaned  
☐ Personal injury/wrongful death  
☐ Taxes  
☐ Other

☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)  
☐ Wages, salaries, and compensation (fill out below)

Last four digits of SS #: \_\_\_\_\_  
Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_ (date) (date)

2. Date debt was incurred: See Attachment

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed:

\$ 1,708,509.29

(unsecured)

\$

(secured)

(priority)

\$ 1,708,509.29

(Total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.  
☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. Secured Claim.

☐ Check this box if your claim is secured by collateral (including a right of setoff).

Brief Description of Collateral:

☐ Real Estate ☐ Motor Vehicle ☐ Other

Value of Collateral: \$ \_\_\_\_\_

Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ \_\_\_\_\_

6. Unsecured Nonpriority Claim \$ 1,708,509.29

☒ Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.

7. Unsecured Priority Claim.

☐ Check this box if you have an unsecured priority claim

Amount entitled to priority \$ \_\_\_\_\_

Specify the priority of the claim:

- ☐ Wages, salaries, or commissions (up to \$10,000),\* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3).  
☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).  
☐ Up to \$2,225\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6).  
☐ Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).  
☐ Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).  
☐ Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(\_\_\_\_).

\*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.

THIS SPACE IS FOR COURT USE ONLY

8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.

10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

Date

July 28, 2006

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any):

By: \_\_\_\_\_

Mr. Yoshitaka Inoue, Chief Financial Officer and Treasurer

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 1572 and 1571.

S.D.N.Y.

2006 JUL 31 PM 08

**EXHIBIT B**  
**EVIDENCE OF TRANSFER OF CLAIM**

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

TO: United States Bankruptcy Court for the  
Southern District of New York ("Bankruptcy Court")  
Attn: Clerk

In re Delphi Corporation et al., Case No. 05-44481 (RDD) (Jointly Administered) (the "Cases"), in the United  
States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court")

AND TO: Delphi Automotive Systems LLC ("Debtor")  
Case No 05-44640 (RDD)

Claim # 13774

DEUTSCHE BANK SECURITIES INC., its successors and assigns ("Seller"), for good and valuable  
consideration the receipt and sufficiency of which are hereby acknowledged, does hereby unconditionally and  
irrevocably sell, transfer and assign unto:

GOLDMAN SACHS CREDIT PARTNERS L.P.

c/o Goldman, Sachs & Co.  
30 Hudson, 17th Floor  
Jersey City, NJ 07302  
Attention: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

its successors and assigns ("Buyer"), all rights, title and interest in and to the claim of Seller, including all rights  
of stoppage in transit, replevin and reclamation, in the principal amount of \$1,708,042.73 ("Claim") against the  
Debtor in the Bankruptcy Court, or any other court with jurisdiction over the bankruptcy proceedings of the  
Debtor.

Seller hereby waives any objection to the transfer of the Claim to Buyer on the books and records of the Debtor  
and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a  
hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code,  
applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates  
that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Buyer the  
Claim and recognizing the Buyer as the sole owner and holder of the Claim.

You are hereby directed to make all future payments and distributions, and to give all notices and other  
communications, in respect of the Claim to Buyer.

IN WITNESS WHEREOF, the undersigned has duly executed this Assignment of Claim by its duly authorized  
representative dated January 3, 2007. *(Signature)*

DEUTSCHE BANK SECURITIES INC.

By:

Name:  
Title:

Scott G. Martin  
Managing Director

GOLDMAN SACHS CREDIT PARTNERS L.P.

By:

Name:  
Title:

*(Signature)*  
Jaime Weisfelder  
Authorized Signatory

**EXHIBIT C**

Address for Notices:

Goldman Sachs Credit Partners L.P.  
c/o Goldman, Sachs & Co.  
30 Hudson, 17th Floor  
Jersey City, NJ 07302  
Attention: Pedro Ramirez  
Telephone: (917) 343-8319  
Fax: (212) 428-1243

Wire Instructions:

Citibank N.A.  
New York, New York  
ABA No.: 021000089  
Acct. No.: 40717188  
Acct. Name: Goldman Sachs Credit Partners L.P.  
Reference: Delphi: Claim 13774 from Deutsche Bank  
Attention: Bank Loan Operations – Philip F. Green